

Bret A. Stone SBN 190161 BStone@PaladinLaw.com
 John R. Till SBN 178763 JTill@PaladinLaw.com
 Michael W. Kisgen SBN 275612 MKisgen@PaladinLaw.com
 PALADIN LAW GROUP® LLP
 1176 Boulevard Way
 Walnut Creek, California 94595
 Telephone: (925) 947-5700
 Fax: (925) 935-8488

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RICHARD W. WIEKING
 CLERK, U.S. DISTRICT COURT
 NORTHERN DISTRICT OF CALIFORNIA

Attorneys for Richard E. Haskins, Arthur L.
 Haskins, and the Estate of Arthur "Buzz"
 Haskins, Jr.

Stephen McKae SBN 66797 smckae@wendel.com
 Steven M. Morger SBN 115108 smorger@wendel.com
 WENDEL, ROSEN, BLACK & DEAN LLP
 1111 Broadway, 24th Floor
 Oakland, California 94607-4036
 Telephone: (510) 834-6600
 Fax: (510) 834-1928

Attorneys for Defendants/Counterclaimants
 Cherokee San Francisco, LLC, Cherokee Grand
 Avenue, LLC, and Defendants Cherokee
 Investment Partners II, L.P., and Cherokee
 Acquisition Corp.

UNITED STATES DISTRICT COURT
 NORTHERN DISTRICT OF CALIFORNIA

RICHARD E. HASKINS, *et al.*,
Plaintiffs,

v.

CHEROKEE GRAND AVENUE LLC, *et al.*,
Defendants.

Case No. CV 11 5142 JST

STIPULATION AND ~~PROPOSED~~ ORDER
 FOR ENTRY OF JUDGMENT

FED. R. CIV. P. 41(a)(2)

AND RELATED CROSS ACTIONS.

Plaintiffs and Counter-Defendants Richard E. Haskins, Arthur L. Haskins, and the Estate of
 Arthur "Buzz" Haskins, Jr. (collectively, "Haskins") and Defendants and Counterclaimants
 Cherokee Grand Avenue LLC, Cherokee San Francisco LLC, Cherokee Investment Partners II, LP,
 and Cherokee Acquisition Corp. (collectively, "Cherokee") have settled their claims and

1 counterclaims by and against each other and have entered into a written Settlement Agreement and
 2 Release ("Settlement Agreement"), a true copy of which is attached hereto as Exhibit A.

3 Based upon their settlement, Haskins and Cherokee, through their attorneys of record,
 4 hereby jointly request and stipulate to the Court's entry of a judgment as follows:

5 1. Judgment shall be entered for Defendants and Counterclaimants Cherokee against
 6 Plaintiffs and Counter-Defendants Haskins on Cherokee's counterclaims in the amount of One
 7 Million Seven Hundred Thousand Dollars (\$1,700,000) in the form provided in Exhibit B. The
 8 judgment shall be executable only against the rights and interests of Haskins in policies of insurance
 9 or proceeds from policies of insurance, whenever and wherever held and whether segregated or
 10 maintained in a common account with assets derived from other sources. Judgment shall not be
 11 executable against Haskins' other personal or business assets. Such amounts as are recovered, other
 12 than any award of attorneys' fees or costs, are required to be deposited into the San Bruno Channel
 13 Remediation Trust dated August 1, 2013, Richard E. Haskins, Trustee.

14 2. The First Amended Complaint of Plaintiffs and Counter-Defendants Haskins against
 15 Defendants and Counterclaimants Cherokee shall be dismissed with prejudice.

16 3. A settlement fund should be, and hereby is, established, and shall be operated so as
 17 to qualify either as a "Designated Settlement Fund" or "Qualified Settlement Fund" pursuant to
 18 section 468B of the Internal Revenue Code, 26 U.S.C. § 468B, and the regulations promulgated
 19 pursuant thereto and codified at 26 C.F.R. § 1.468B and in accordance with the terms and
 20 conditions of the Declaration of Trust for the San Bruno Channel Remediation Trust attached hereto
 21 as Appendix B and incorporated by reference as though fully set forth herein.

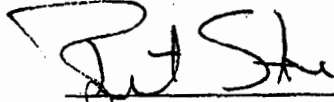
22 4. Each party shall bear its own attorney fees and costs.

23 5. The United States District Court for the Northern District of California shall retain
 24 jurisdiction to enforce the terms of the Settlement Agreement (Exhibit A) and the Declaration of
 25 Trust of the San Bruno Channel Remediation Trust which is attached as Appendix A to the
 26 Settlement Agreement, both incorporated herein by reference.

27 [SIGNATURES ON FOLLOWING PAGE]

1 DATED: August 8, 2013

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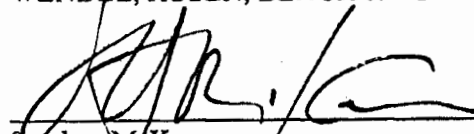


Bret A. Stone

Counsel for Plaintiffs and Counter-Defendants
Richard F. Haskins, Arthur L. Haskins, and
the Estate of Arthur "Buzz" Haskins, Jr.

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6 DATED: August 7, 2013

WENDEL ROSEN, BLACK & DEAN LLP

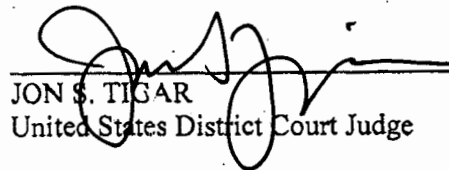


Stephen McKae

Counsel for Defendants and Counterclaimants
Cherokee Grand Avenue LLC, Cherokee San
Francisco LLC, Cherokee Investment Partners II, LP,
and Cherokee Acquisition Corp.

13 IT IS SO ORDERED.

14 DATED: 8/12/13



JON S. TIGAR

United States District Court Judge